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BALTIMORE

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EASTON

September 17, 1999

BY FEDERAL EXPRESS

Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325-7245



Re: FCC Form 603, File Nos. 0000025340, 0000025343,
0000025353, 0000025356, 0000025354

Dear Sir/Madam:

On behalf of Zuma/Albany, Inc., Zuma/Columbus, Inc., Zuma/Lubbock, Inc., Zuma/Macon, Inc., and Zuma/Odessa, Inc. (collectively, "Zuma"), we submit herewith five (5) FCC Forms 602, Ownership Disclosure Information, in connection with each of the above-referenced applications (submitted to the Commission on September 16, 1999) for consent to the pro forma assignment of licenses held by Zuma PCS, Inc. to the above-named Zuma entities.

An original and two copies of each Form 602 are enclosed. Please return the enclosed copy of this letter to me in the envelope provided with evidence of receipt by the Commission.

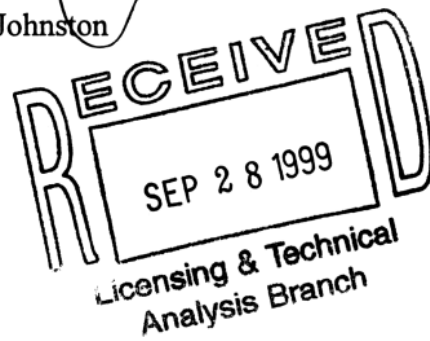
Should there be any questions regarding these filings, please contact Zuma's undersigned legal counsel.

Sincerely,


E. Ashton Johnston

eaj/js
Enclosures

222555v1

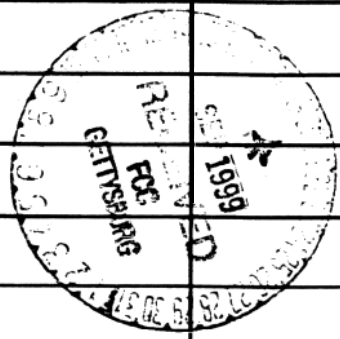


Applicant/Licensee Information

1) Fii Name (ii individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity):		3) Applicant TIN:	
Zuma/Albany, Inc.			

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheet, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:



Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
Scott	M.	Donohue	
Title:			
President			
Signature:		Date:	
		9.15.99	

Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)). AND/OR FORFEITURE (U.S. Code, Title 47, Section 133).

Schedule for Disclosable Interest Holders

Disclosable interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Zuma PCS, LLC		3) Holder's TIN:	
4) Disclosable Interest Holder's Address: One Lombard Street, Second Floor San Francisco, CA 94111			
5) Type of Interest in Applicant () (refer to Instructions for list) D	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): M	7) Percent of Interest Held in Applicant: 100%	
8) Disclosable Interest Holder Type of Ownership (refer to instructions for list): C		9) Disclosable Interest Holders Country of Citizenship: U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Holder of 100% of applicant's capital and voting stock-			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

1 la) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary).	1 lb) Principal Business:	1 lc) TIN:	1 ld) Percent of Interest Held:
Zuma/Albany, Inc.	PCS		100%
Zuma/Columbus, Inc.	PCS		100%
Zuma/Lubbock, Inc.	PCS		100%
Zuma/Macon, Inc.	PCS		100%
Zuma/Odessa, Inc.	PCS		100%

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB
3060 4799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Alta Communications VII, L.P.		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: One Post Office Square, Suite 3800, Boston, MA 02109			
5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): L	7) Percent of Interest Held in Applicant 59.68%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0		9) Disclosable Interest Holder's Country of Citizenship: U.S.	
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Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

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MAG Mile Media, LLC	AM/FM Broadcast		39.41
Marathon Media, L.P.	AM/FM Broadcast		11.76
STPCS D Block LLP	CMRS		51.77
STPCS F Block LLP	CMRS		24.58
West Enfield Communications, Inc	Telephone Services		27.88
Belvidere Broadcasting	AM/FM Broadcast		78.0
Benchmark Communications, Inc.	Cable Television		29.0

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11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Cannonwealth II, LLC	Broadcasting		60.0%
Deer Valley Broadcasting, LLC	Broadcasting		82.0%
Renda Broadcasting Corporation	Broadcasting		20.0%

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder First Name (if individual): S c o t t	MI. M	Last Name: D o n o h u e	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: O n e L o m b a r d S t r e e t , S e c o n d F l o o r , S a n F r a n c i s c o , C A 9 4 1 1 1			
5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): I	7) Percent of Interest Held in Applicant 15.50%	
8) Disclosable Interest Holder Type of Ownership (refer to instructions for list): 0		9) Disclosable Interest Holder's Country of Citizenship: U . S .	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect Owner to the applicant): O w n e r o f c o m m o n a n d p r e f e r r e d i n t e r e s t s i n Z u m a P C S , L L C , t h e s o l e o w n e r o f a p p l i c a n t ' s c a p i t a l s t o c k .			

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FCC Ownership Disclosure Information for the
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Timothy	L	Dibble	
2) Disclosable Interest Holders Name (if entity):		3) Disclosable Interest Holders TIN:	
4) Disclosable Interest Holder's Address:			
One Post Office Square, Suite 3800, Boston, MA 02110			
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant.
R	I		0%
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Not applicable		U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			
Director of Applicant and of Applicant's parent company, Zuma PCS, LLC			

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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual): Duncan	MI: T	Last Name: Butler	Suffix:
2) Disclosable Interest Holders Name (if entity):		3) Disclosable Interest Holders TIN:	
4) Disclosable Interest Holders Address: 600 Congress Avenue, Suite 200, Austin, TX 78701			
5) Type of Interest in Applicant () (refer to Instructions for list) R	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): I	7) Percent of Interest Held in Applicant: 0%	
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11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

Applicant/Licensee Information


1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name @entity):		3) Applicant TIN:	
Zuma/Columbus, Inc.			

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of interest Held

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
Scott	M.	Donohue	
Title: President			
Signature: 			Date: 9.15.99

Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

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Zuma/Lubbock, Inc.	PCS		100%
Zuma/Macon, Inc.	PCS		100%
Zuma/Odessa, Inc.	PCS		100%

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Marathon Media, L.P.	AM/FM Broadcast		11.76
STPCS D Block LLP	CMRS		51.77
STPCS F Block LLP	CMRS		24.58
West Enfield Communications, Inc	Telephone Services		27.88
Belvidere Broadcasting	AM/FM Broadcast		78.0
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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Scott	MI: M	Last Name: Donohue	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN	
4) Disclosable Interest Holder's Address: One Lombard Street, Second Floor, San Francisco, CA 94111			
5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): () (refer to Instructions for list of codes): I	7) Percent of Interest Held in Applicant: 15.50%	
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FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060 -0799
See instructions for
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8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): Not applicable		9) Disclosable Interest Holder's Country of Citizenship: us.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Director of Applicant and of Applicant's parent company, Zuma PCS, LLC			

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Applicant/Licensee Information


1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity):		3) Applicant TIN:	
Zuma/Lubbock, Inc.			

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Signature

Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
Scott	M.	Donohue	
Title:			
President			
Signature:			Date:
			9.15.99
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Zuma/Columbus, Inc.	PCS	[REDACTED]	100%
Zuma/Lubbock, Inc.	PCS	A	100%
Zuma/Macon, Inc.	PCS	[REDACTED]	100%
Zuma/Odessa, Inc.	PCS	[REDACTED]	100%

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public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Timothy		MI: L	Last Name: Dibble	Suffix:
2) Disclosable Interest Holders Name (if entity):			3) Disclosable Interest Holders TIN:	
4) Disclosable Interest Holder's Address: One Post Office Square, Suite 3800, Boston, MA 02110				
5) Type of Interest in Applicant () (refer to Instructions for list) R	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): I		7) Percent of Interest Held in Applicant: 0%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): Not applicable		9) Disclosable Interest Holder's Country of Citizenship: U.S.		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list Path of ownership from indirect owner to the applicant): Director of Applicant and of Applicant's parent company, Zuma PCS, LLC				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060 -0799
See instructions for
publicburdenestimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Duncan	MI: T	Last Name: Butler	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable interest Holder's TIN :	
4) Disclosable Interest Holders Address: 600 Congress Avenue, Suite 200, Austin, TX 78701			
5) Type of Interest in Applicant () (refer to Instructions for list) R	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): I	7) Percent of Interest Held in Applicant 0%	
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): Not applicable		9) Disclosable Interest Holder's Country of Citizenship: U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Director of Applicant and of Applicant's parent company, ZumaPCS, LLC			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held:

Applicant/Licensee Information


1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Appliint Name (if entity): Zuma/Macon, Inc.		3) Applicant TIN:	

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business	4c) TIN:	4d) Percent of Interest Held:

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: Scott	MI: M.	Last Name: Donohue	Suffix:
Title: President			
Signature: 			Date: 9.15.99

Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB
3060 -0799
See instructions for
public burden estimate

Disclosable interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (ii individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holders Name (ii entity): Zuma PCS, LLC		3) Disclosable Interest Holders TIN:	
4) Disclosable Interest Holder's Address: One Lombard Street, Second Floor San Francisco, CA 94111			
5) Type of Interest in Applicant () (refer to Instructions for list) D	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): M	7) Percent of Interest Held in Applicant 100%	
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): C		9) Disclosable Interest Holders Country of Citizenship: U.S.	
10) Relationship Description (ii the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Holder of 100% of applicant's capital and voting stock-			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Zuma/Albany, Inc.	PCS		100%
Zuma/Columbus, Inc.	PCS		100%
Zuma/Lubbock, Inc.	PCS		100%
Zuma/Macon, Inc.	PCS		100%
Zuma/Odessa, Inc.	PCS		100%

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB
3060 -0799
See instructions for
publicburdenestimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Alta Communications VII, L.P.		3) Disclosable Interest Holder's TIN: -	
4) Disclosable Interest Holder's Address: One Post Office Square, Suite 3800, Boston, MA 02109			
5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): L	7) Percent of Interest Held in Applicant 59.68%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0		9) Disclosable Interest Holder's Country of Citizenship: U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Owner of common and preferred interests in Zuma PCS, LLC, the sole owner of Applicant's capital stock.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
MAG Mile Media, LLC	AM/FM Broadcast		39.41
Marathon Media, L.P.	AM/FM Broadcast		11.76
STPCS D Block LLP	CMRS		51.77
STPCS F Block LLP	I -		24.58
West Enfield Communications, Inc.	Telephone Services		27.88
Belvidere Broadcasting	AM/FM Broadcast		78.0
Benchmark Communications, Inc.	Cable Television		29.0

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

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3060 -0799
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Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Alta Communications VII, L.P.		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address:			
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Citizenship:	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
Commonwealth II, LLC	Broadcasting		60.0%
Deer Valley Broadcasting, LLC	Broadcasting		82.0%
Renda Broadcasting Corporation	Broadcasting		20.0%

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB
3060 -0799
see instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (ii individual): S c o t t		MI: M	Last Name: Donohue	Suffix:
2) Disclosable Interest Holder's Name (ii entity):			3) Disclosable Interest Holders TIN :	
4) Disclosable Interest Holder's Address: One Lombard Street, Second Floor, San Francisco, CA 94111				
5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): I		7) Percent of Interest Held in Applicant 15.50%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0		9) Disclosable Interest Holders Country of Citizenship: U.S.		
10) Relationship Description (ii the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Owner of common and preferred interests in Zuma PCS, LLC, the sole owner of applicant's capital stock.				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

Ila) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	Iib) Principal Business:	Iic) TIN:	Iid) Percent of Interest Held:

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders

Approved by OMB
3060-4799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Timothy		MI: L	Last Name: Dibble	Suffix:
2) Disclosable Interest Holder's Name (if entity):			3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: One Post Office Square, Suite 3800, Boston, MA 02110				
5) Type of Interest in Applicant () (refer to Instructions for list) R		6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): I		7) Percent of Interest Held in Applicant 0%
8) Disclosable Interest Holders Type of Ownership (refer to instructions for list): Not applicable			9) Disclosable Interest Holders Country of Citizenship: U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect Owner to the applicant): Director of Applicant and of Applicant's parent company, Zuma PCS, LLC				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders

Approved by OMB
3060 4799
see instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Duncan		MI: T	Last Name: Butler	Suffix:
2) Disclosable Interest Holder's Name (if entity):			3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 600 Congress Avenue, Suite 200, Austin, TX 78701				
5) Type of Interest in Applicant () (refer to Instructions for list) R	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): I		7) Percent of Interest Held in Applicant: 0%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): Not applicable		9) Disclosable Interest Holder's Country of Citizenship: us.		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Director of Applicant and of Applicant's parent company, Zuma PCS, LLC				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held.

Applicant/Licensee Information


1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): Zuma/Odessa, Inc.		3) Applicant TIN:	

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name: Scott	MI: M.	Last Name: Donohue	Suffix:
Title: President			
Signature: 			Date: 9.15.99

Failure To Sign This **Application** May Result In Dismissal Of The Application And **Forfeiture** Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE **AND/OR** IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)); **AND/OR** FORFEITURE (U.S. Code, Title 47, Section 503).

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

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Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Zuma PCS, LLC		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: One Lombard Street, Second Floor San Francisco, CA 94111			
5) Type of Interest in Applicant () (refer to Instructions for list) D	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): M	7) Percent of Interest Held in Applicant: 100%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C		9) Disclosable Interest Holder's Country of Citizenship: U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Holder of 100% of applicant's capital and voting stock.			

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11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
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Zuma/Columbus, Inc.	PCS		100%
Zuma/Lubbock, Inc.	PCS		100%
Zuma/Macon, Inc.	PCS		100%
Zuma/Odessa, Inc.	PCS		100%

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holders Name (if entity): Alta Communications VII, L-P-		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holders Address: One Post Office Square, Suite 3800, Boston, MA 02109			
5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): L	7) Percent of Interest Held in Applicant: 59.68%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0		9) Disclosable Interest Holder's Country of Citizenship: U . S .	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Owner of common and preferred interests in Zuma PCS, LLC, the sole owner of Applicant's capital stock.			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
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Marathon Media, L.P.	AM/FM Broadcast		11.76
STPCS D Block LLP	CMRS		51.77
STPCS F Block LLP	CMRS		24.58
West Enfield Communications, Inc	Telephone Services		27.88
Belvidere Broadcasting	AM/FM Broadcast		78.0
Benchmark Communications, Inc.	Cable Television		29.0

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

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3060 -0799
See instructions for
public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holders First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holders Name (if entity): Alta Communications VII, L.P.		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holders Address:			
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:
3) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Citizenship:	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list Path of ownership from indirect owner to the applicant):			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

1 la) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	1 lb) Principal Business:	1 lc) TIN:	1 ld) Percent of Interest Held:
Commonwealth II, LLC	Broadcasting		60.0%
Deer Valley Broadcasting, LLC	Broadcasting		82.0%
Renda Broadcasting Corporation	Broadcasting		20.0%

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual): Scott	MI: M	Last Name: Donohue	Suffix:
2) Disclosable interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holders Address: One Lombard Street, second Floor, San Francisco, CA 94111			
5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): I	7) Percent of Interest Held in Applicant: 15.50%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): 0		9) Disclosable Interest Holders Country of Citizenship: U . S .	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Owner of common and preferred interests in Zuma PCS, LLC, the sole owner of applicant's capital stock-			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

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3060 -0799
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Disclosable Interest Holder Information complete as many as required to describe all disclosable interest holders\

1) Disclosable Interest Holder's First Name (if individual): Timothy	MI: L	Last Name: Dibble	Suffix:
2) Disclosable Interest Holder Name (if entity):		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: One Post Office Square, Suite 3800, Boston, MA 02110			
5) Type of Interest in Applicant () (refer to Instructions for list) R	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): I	7) Percent of Interest Held in Applicant: 0%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): Not applicable		9) Disclosable Interest Holder's Country of Citizenship: U.S.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Director of Applicant and of Applicant's parent company, Zuma PCS, LLC			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified!)

I(a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	I(b) Principal Business:	I(c) TIN:	I(d) Percent of Interest Held:

FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060 6799
See instructions for
public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (ii individual): Duncan	MI: T	Last Name: Butler	Suffix:
2) Disclosable Interest Holder's Name (ii entity):		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 600 Congress Avenue, Suite 200, Austin, TX 78701			
5) Type of Interest in Applicant () (refer to Instructions for list) R	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): I	7) Percent of Interest Held in Applicant: 0%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): Not applicable		9) Disclosable Interest Holder's Country of Citizenship: U.S.	
10) Relationship Description (ii the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): Director of Applicant and of Applicant's parent company, Zuma PCS, LLC			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	IIc) TIN:	IId) Percent of Interest Held: